

WC 10-136

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

US BANK/FCC JUN 24 2010
FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE
FORM 159

Approved by OMB
3060-0589
Page No. 1 of 2

(1) LOCKBOX # 979091		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Thompson Hine LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$1,015.00	
(4) STREET ADDRESS LINE NO. 1 1920 N Street, N.W.			
(5) STREET ADDRESS LINE NO. 2 Suite 800			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20036
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-331-8800		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005-0164-23		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME The Nova Telephone Company			
(14) STREET ADDRESS LINE NO. 1 P.O. Box 94			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Nova		(17) STATE OH	(18) ZIP CODE 44859
(19) DAYTIME TELEPHONE NUMBER (include area code) (419) 652-3395		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004-3246-20		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) 6015.00	(27A) TOTAL FEE \$1,015.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>SARAH CHAMBERS</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief			
SIGNATURE <u>Sarah Chambers</u>		DATE <u>06/23/10</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described			
SIGNATURE _____		DATE _____	

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

THE NOVA TELEPHONE COMPANY

**Application for Authority to Transfer
Control of Blanket Domestic Section 214
Authorization**

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WC Docket No. 10-_____

APPLICATION FOR STREAMLINED CONSENT TO TRANSFER CONTROL

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹ and Section 63.04 of the Commission’s Rules,² this Application seeks the consent of the Federal Communications Commission to the transfer of control of the Domestic Section 214 Authority of the Nova Telephone Company (“Nova” or the “Applicant”, FRN: 0004-3246-20) from Richard L. Ringler (“Ringler”) and Walter E. Whitmore, Jr. (“Whitmore” and collectively with Ringler, the “Transferors”) to VNC Enterprises, LLC (“VNC”) (the “Transferee”).

Nova is an Ohio incumbent local exchange carrier (“ILEC”) that serves two local exchanges (approximately 1,016 access lines) in and around the Troy, Ruggles and Sullivan Townships in Ashland County, Ohio. The Transferors currently control Nova through their ownership of Swag Construction, Inc. (“Swag”), which owns 57.47% of all of the issued and outstanding shares of Nova. The proposed transaction will be accomplished by the sale by the Transferors of all of the issued and outstanding shares of Swag to VNC, a Texas limited liability company owned entirely by Charles Mattingly, Jr. (“Mattingly”) and Vincent J. Godinich

¹ 47 U.S.C. § 214.

² 47 C.F.R. § 63.04(a).

("Godinich"). Nova, the Transferors and the Transferee seek streamlined processing of this Application pursuant to Sections 63.03 of the Commission's Rules.³

In support of this Application, Applicant submits the following information:

(1) Name, address and telephone number of each applicant:

For the Applicant:

The Nova Telephone Company
255 Township Road 791
P.O. Box 27
Nova, Ohio 44859
Telephone: 419-652-3571
Attn: Richard L. Ringler

For the Transferors:

Richard L. Ringler
P.O. Box 94
Nova, Ohio 44859
Telephone: 419-652-3395

Walter E. Whitmore, Jr.
142 Courtland Street
Wellington, Ohio 44090
Telephone: 419-651-9528

For the Transferee:

VNC Enterprises, LLC
P.O. Box 733
Judson, Texas 75660
Attn: Charles D. Mattingly, Jr.
Telephone: 903-452-3258

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

Nova is a corporation organized under the laws of Ohio.

³ 47 C.F.R. § 63.03.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

	Address	With a copy to:
Applicant	The Nova Telephone Company 255 Township Road 791 P.O. Box 27 Nova, Ohio 44859 Telephone: 419-652-3571 Attn: Richard L. Ringler	Carolyn S. Flahive, Esq. Thompson Hine LLP 41 S. High Street, Suite 1700 Columbus, Ohio 43215 Telephone: (614) 469-3294
Transferors	Richard L. Ringler P.O. Box 94 Nova, Ohio 44859 Telephone: 419-652-3395	Carolyn S. Flahive, Esq. Thompson Hine LLP 41 S. High Street, Suite 1700 Columbus, Ohio 43215 Telephone: (614) 469-3294
	Walter E. Whitmore, Jr. 142 Courtland Street Wellington, Ohio 44090 Telephone: 419-651-9528	Carolyn S. Flahive, Esq. Thompson Hine LLP 41 S. High Street, Suite 1700 Columbus, Ohio 43215 Telephone: (614) 469-3294
Transferee	Charles D. Mattingly, Jr. P.O. Box 733 Judson, Texas 75660 Telephone: 903-452-3258	Stephen M. Howard, Esq. Vorys, Sater, Seymour and Pease, LLP 52 East Gay Street Columbus, Ohio 43215 Telephone: 614-464-5401

(4) Name address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of Nova, and the percentage of equity owned by each of those entities:

Nova Prior to Transaction:

The name, address, citizenship and principal business of the only entity that presently owns at least ten (10) percent of the equity of Nova is:

Name: Swag Construction, Inc.
Address: P.O. Box 35
Wellington, Ohio 44090
Citizenship: Ohio corporation

Principal Business: Telecommunications
Ownership: 57%

Ringler and Whitmore each presently own 50% of Swag. Ringler and Whitmore are both U.S. citizens and may be contacted at the addresses set forth above.

Nova After Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity of Nova after completion of the proposed transaction is:

Name: Swag Construction, Inc.
Address: P.O. Box 733
Judson, Texas 75660
Citizenship: Ohio corporation
Principal Business: Telecommunications
Ownership: 57%

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity of Swag after completion of the proposed transaction is:

Name: VNC Enterprises, LLC
Address: P.O. Box 733
Judson, Texas 75660
Citizenship: Texas limited liability company
Principal Business: Telecommunications
Ownership: 100%

Mattingly and Godinich each own 50% of VNC. Mattingly and Godinich are both U.S. citizens and may be contacted at the following addresses:

Charles Mattingly, Jr. P.O. Box 733
Judson, Texas 75660
Vincent J. Godinich P.O. Box 733
Judson, Texas 75660

No other individuals or entities will directly or indirectly own ten (10) percent or more of the equity of Nova after completion of the proposed transaction.

(5) Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988:

The Transferors and the Transferee hereby certify, pursuant to 47 C.F.R. Section 1.2001 through 1.2003, that no party to the present Application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

(6) Description of the Transaction:

The proposed transaction consists of the acquisition by VNC of one hundred percent of the outstanding shares of Swag from Ringler and Whitmore. Immediately following the proposed transaction, Swag will continue to own 57% of the outstanding shares of Nova and VNC will indirectly control Nova through its ownership of Swag.

In connection with the proposed transaction, Nova will make an offer to all of its shareholders (other than Swag) to purchase such shareholders' shares in Nova at the same price per share as Ringler and Whitmore will receive for their shares in Swag. The closings of any such purchases by Nova will occur after the closing of the proposed transaction. Any shares purchased by Nova as a result of such offer will be treated as treasury stock and retired. As a result, the total number of Nova shares outstanding will decrease and the ownership interest of any remaining shareholders, including Swag, will increase.

No shareholder other than Swag will own a ten (10) percent or greater equity interest in Nova following this transaction.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

A map of the local exchange telephone service area in Ohio of Nova is attached as Exhibit A. The Nova service area is located in Ashland County, Ohio and there is no overlap between the Nova service area and the service areas of any current operations of VNC.

Nova

Nova is an ILEC that provides local exchange telephone service (including call forwarding, call waiting, caller identification and three-way calling services), exchange access services, high-speed data services, and digital subscriber line high-speed Internet access services (through its wholly owned subsidiary, Nova Communications, LLC) within an approximate 49-square mile area in and about Nova, Ohio. Nova serves approximately 1,016 access lines in two local exchange areas situated within Ashland County, Ohio.

VNC

VNC does not currently offer telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Applicant believes that this Application is entitled to streamlined processing pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. First, both before and after completion of the proposed transaction, VNC will have a market share in the interstate, interexchange market of less than 10 percent. Second, VNC does not currently serve any access lines, therefore, the approximate 1,016 access line equivalents that will be served by VNC following the proposed transaction will constitute a very small fraction of the 3,263,407 end-user switched access lines that constituted two percent of the nation's estimated 163,170,381 end-user switched access lines

as of June 30, 2007.⁴ Finally, the Nova service area does not overlap with, and is not adjacent to, the service area of any VNC affiliate.

(9) Identification of all other Commission applications related to the same transaction.

No other Commission applications will be filed with respect to this transaction. Nova does not have an International Section 214 Authorization.

(10) Statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure.

No party to this transaction is facing imminent business failure at this time. Therefore, the Applicant is not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction.

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

The proposed transaction will serve the public interest by ensuring the continued availability of quality telecommunications services at affordable rates for the business and residents of the areas served by Nova. VNC will operate Nova in a manner virtually transparent to its customers, by continuing to provide the same services at the same rates, terms, and conditions. Through VNC, Nova will have greater access to economies of scale and scope, as well as to substantial financial, human, engineering, technical, marketing and information resources. Access to these economies and resources will enable VNC to make the infrastructure

⁴ Industry Analysis & Technology Division, Wireline Competition Bureau, *Local Telephone Competition: Status as of June 30, 2007*, Table 8.1 (March 2008).

investments and operational adjustments necessary for Nova to compete successfully in the rapidly changing telecommunications industry.

Conclusion

For the reasons stated above, Applicant respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Application.

Respectfully submitted,



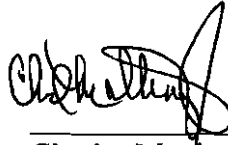
Carolyn S. Flahive
Sarah P. Chambers
41 S. High Street, Suite 1800
Columbus, Ohio 43215
Tele: 614-469-3200
Fax: 614-469-3361
Email: carolyn.flahive@thompsonhine.com
sarah.chambers@thompsonhine.com

Counsel to the Nova Telephone Company.

June 23, 2010

CERTIFICATION

I, Charles Mattingly, Jr., Member of VNC Enterprises, LLC, Inc., hereby certify that no party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).

A handwritten signature in black ink, appearing to read 'Charles Mattingly, Jr.', is positioned above a horizontal line.

Charles Mattingly, Jr., Member
VNC Enterprises, LLC

CERTIFICATION

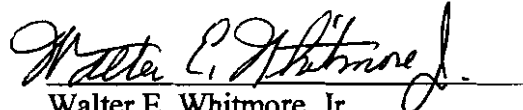
I, Richard L. Ringler, hereby certify that no party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).



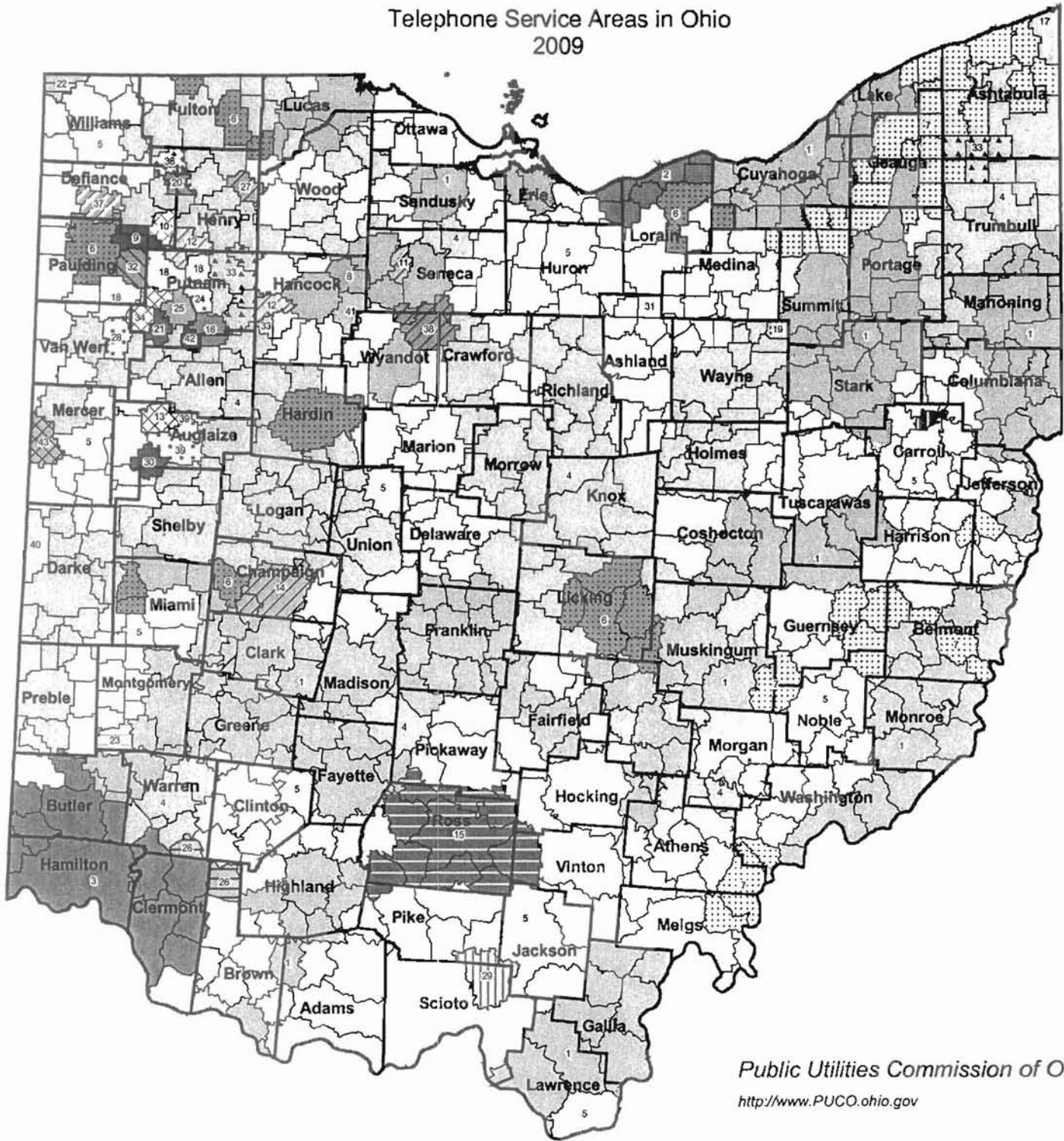
Richard L. Ringler

CERTIFICATION

I, Walter E. Whitmore, Jr., hereby certify that no party to this Application is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a).


Walter E. Whitmore, Jr.

Telephone Service Areas in Ohio 2009



Public Utilities Commission of Ohio
<http://www.PUCO.ohio.gov>

Large Incumbent LECs

Small Incumbent LECs

(1) AT&T Ohio	(8) Arcadia (TDS)	(17) Conneaut	(28) Little Miami (TDS)	(35) Pattersonville
(2) CenturyTel (d/b/a CenturyLink)	(9) Arthur Mutual	(18) Continental (TDS)	(27) McClure	(36) Ridgeville
(3) Cincinnati Bell	(10) Ayersville	(19) Doylestown	(28) Middle Point Home	(37) Sherwood Mutual
(4) UTO (d/b/a CenturyLink)	(11) Bascom Mutual	(20) Farmers Mutual	(29) Minford	(38) Sycamore
(5) Verizon North	(12) Benton Ridge	(21) Fort Jennings	(30) New Knoxville	(39) Telephone Service
(6) Windstream Ohio	(13) Buckland	(22) Frontier	(31) Nova	(40) United of Indiana
(7) Windstream Western Reserve	(14) Champaign	(23) Germantown	(32) Oakwood (TDS)	(41) Vanlue (TDS)
	(15) Chillicothe	(24) Glandorf	(33) Orwell	(42) Vaughnville
	(16) Columbus Grove	(25) Kalida	(34) Ottoville Mutual	(43) Wabash Mutual